

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-1

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Counsel for Hilco Merchant Resources, LLC and

Gordon Brothers Retail Partners, LLC

In re:

BED BATH & BEYOND INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 23-13359 (VFP)

(Jointly Administered)

¹ The last four digits of Debtor Bed Bath & Beyond Inc.'s tax identification number are 0488. A complete list of the Debtors in these Chapter 11 Cases and each such Debtor's tax identification number may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://restructuring.ra.kroll.com/bbby>. The location of Debtor Bed Bath & Beyond Inc.'s principal place of business and the Debtors' service address in these Chapter 11 Cases is 650 Liberty Avenue, Union, New Jersey 07083.

FIRST SUPPLEMENTAL DECLARATION OF SARAH BAKER IN SUPPORT OF DEBTORS' MOTION FOR ENTRY OF INTERIM AND FINAL ORDERS (I) AUTHORIZING THE DEBTORS TO ASSUME THE CONSULTING AGREEMENTS, (II) AUTHORIZING AND APPROVING THE CONDUCT OF STORE CLOSING SALES, WITH SUCH SALES TO BE FREE AND CLEAR OF ALL LIENS, CLAIMS, AND ENCUMBRANCES, (III) AUTHORIZING CUSTOMARY BONUSES TO EMPLOYEES OF CLOSING STORES, AND (IV) GRANTING RELATED RELIEF

I, Sarah Baker, hereby declare under penalty of perjury that the following is true to the best of my knowledge, information and belief:

1. I am Vice President, Deputy General Counsel of Hilco Trading, LLC ("Hilco Trading"), the ultimate parent company of Hilco Merchant Resources, LLC ("Hilco"), located at 5 Revere Drive, Suite 206, Northbrook, Illinois.

2. Hilco is acting, together with its syndication partners, as the Debtors' exclusive consultant with respect to ongoing store closing or similar themed sales at the Debtors' store locations.

3. On May 2, 2023, I filed a declaration (D.I. 178) (the "Original Declaration") in support of the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Consulting Agreements, (II) Authorizing and Approving the Conduct of Store Closing Sales, with Such Sales to be Free and Clear of All Liens, Claims, and Encumbrances, (III) Authorizing Customary Bonuses to Employees of Closing Stores, and (IV) Granting Related Relief* (D.I. 28) (the "Motion").

4. The facts set forth in this supplemental declaration (the "Supplemental Declaration") are based upon my personal knowledge, information, and belief, and upon records kept in the ordinary course of business that were reviewed by me or other employees of Hilco Trading under my supervision and direction. If called as a witness, I would testify to the facts set forth in this Supplemental Declaration.

5. As described in detail in my Original Declaration, in the ordinary course of its business, Hilco Trading, Hilco, and their affiliates and subsidiaries (collectively, “Hilco Global”) maintain a database (the “Transaction Database”) for purposes of performing “conflicts checks.” The Transaction Database contains information regarding present and past representations and transactions of Hilco Global.

6. Based on Hilco’s continuing search of the Transaction Database with respect to the Debtors and potential parties-in-interest in these Chapter 11 Cases, Hilco has the following additional connection to disclose:

- a. Hilco IP Services, LLC d/b/a Hilco Streambank, an affiliate of Hilco, has been engaged by Sixth Street Lending Partners as an advisor in connection with the marketing and sale of the Debtors’ intellectual property.

7. Hilco is conducting further inquiries regarding Hilco’s engagement by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of Hilco’s engagement if Hilco should discover any facts bearing on the matters described herein, Hilco will supplement the information contained in this Declaration.

[Remainder of page intentionally left blank]

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated: Northbrook, Illinois
June 8, 2023

Hilco Merchant Resources, LLC

By: 

Sarah Baker
Vice President & Deputy General Counsel,
Managing Member